

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <u>Riley Richard J.</u>  (Last) (First) (Middle) <u>C/O ORIGIN MATERIALS, INC.</u> <u>930 RIVERSIDE PARKWAY, SUITE 10</u>  (Street) <u>WEST SACRAMENTO CA 95605</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Origin Materials, Inc. [ ORGN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Co-CEO and Director</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/20/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/20/2022		M		20,000	A	\$0.14	20,000	D	
Common Stock								229,668	I	By Trust <sup>(1)</sup>
Common Stock								229,415	I	By Trust <sup>(2)</sup>
Common Stock								707,832	I	By Trust <sup>(3)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$0.14	05/20/2022		M			20,000	06/25/2021 <sup>(4)</sup>	10/27/2030	Common Stock	20,000	\$0.00	2,519,770	D	

**Explanation of Responses:**

- Shares are owned directly by the Riley Family Trust, of which the Reporting Person is a co-trustee.
- Shares are owned directly by Riley Investment Trust I, of which Reporting Person is trustee.
- Shares are owned directly by Riley Separate Property Trust, of which Reporting Person is trustee.
- This Stock Option is subject to the following vesting schedule: (i) 820,134 shares subject to the Stock Option shall vest on June 25, 2021 (the "Vesting Commencement Date"), (ii) 1,190,518 shares are subject to monthly vesting for 36 months from the Vesting Commencement Date, (iii) 211,647 shares will vest upon achievement of a 10-day \$15 trading price during the 3 years following the Vesting Commencement Date and (iv) 317,471 shares will vest upon achievement of a 10-day \$25 trading price during the 5 years following the Vesting Commencement Date.

**Remarks:**

Richard J. Riley, by /s/ Ron A. Metzger, Attorney-in-Fact 05/24/2022

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.